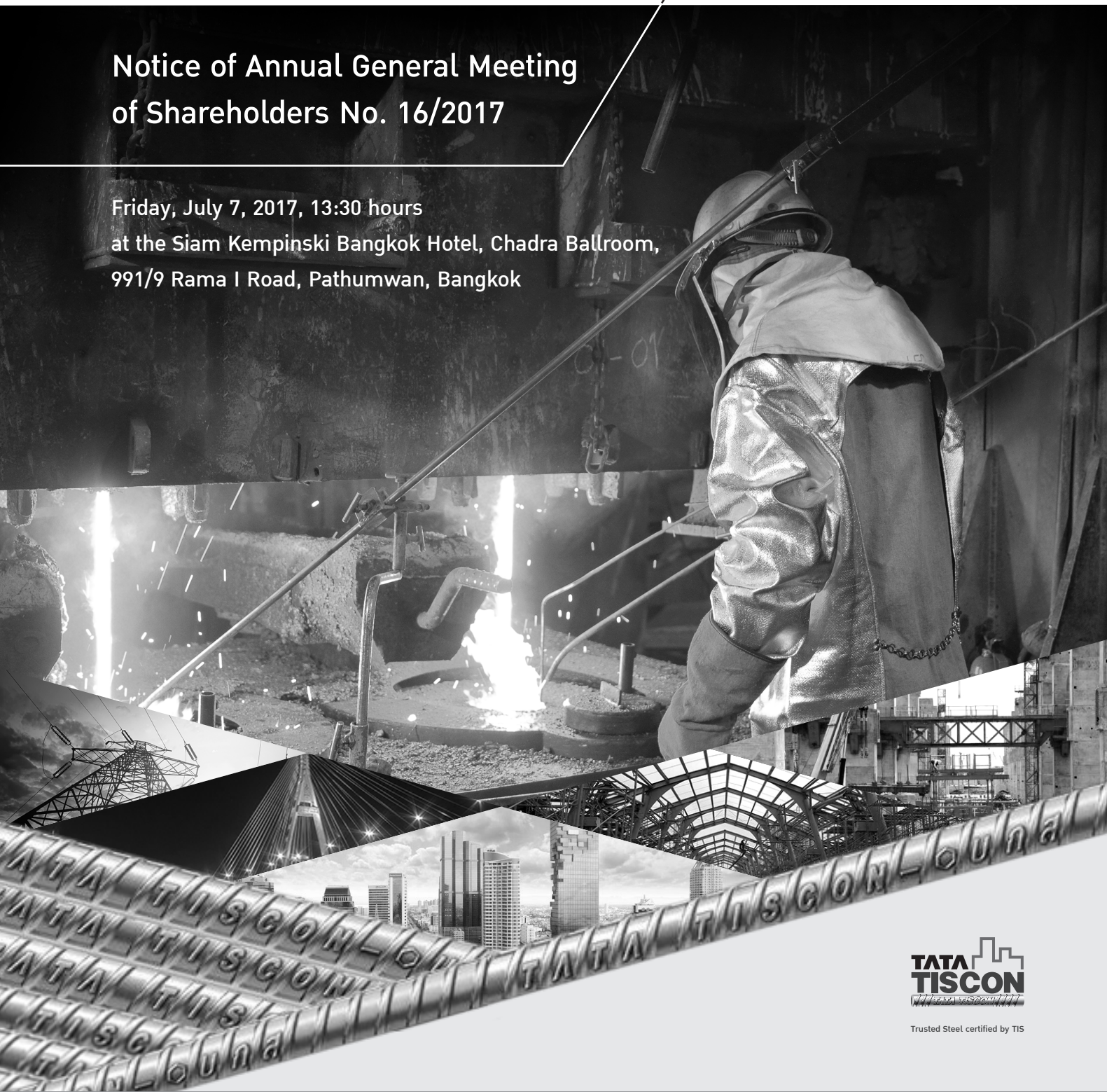




**TATA STEEL (THAILAND)**

## Notice of Annual General Meeting of Shareholders No. 16/2017

Friday, July 7, 2017, 13:30 hours  
at the Siam Kempinski Bangkok Hotel, Chadra Ballroom,  
991/9 Rama I Road, Pathumwan, Bangkok



Trusted Steel certified by TIS

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#### **Accompanying Documents for the AGM 2017**

1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 15/2016 dated July 22, 2016 (Attachment to agenda 1)	<b>10</b>
Annual Report ended March 31, 2017 (Attachment to agenda 2, 3 and 6)	<b>CD</b>
2. Guidelines and Criteria for Selection of Directors and Independent Directors, including definitions of "Independent Directors" (Attachment to agenda 5)	<b>22</b>
3. Curricula Vitae of the Directors who are proposed for re-election in replacement of those who are retired by rotation. (Attachment to agenda 5)	<b>24</b>

#### **Required Documents for Attending the AGM 2017**

4. Company's Articles of Association relating to the General Meeting of Shareholders	<b>29</b>
5. Statement of Proxy Procedures, Attendance Registration, Documentation Requirement, and Vote Cast	<b>33</b>
6. Three categories of Proxy Form (please choose only one of a/ b/ c) as specified by Department of Business Development, Ministry of Commerce (Please consider the choosing of such proxies in Statement of Proxy Procedures on page 34)	<b>37</b>
7. Requesting form for a 2016-2017 Annual Report in printed format	<b>46</b>
8. Map to the Siam Kempinski Bangkok Hotel	<b>47</b>

#### **Further information, please contact :**

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E-mail address : cso\_tsth@tatasteelthailand.com



15 June 2017

**Subject: Invitation to attend the Annual General Meeting of Shareholders No. 16**  
**To: The Shareholders**  
**Tata Steel (Thailand) Public Company Limited**

The Board of Directors of Tata Steel (Thailand) Public Company Limited passed a resolution to convene the Annual General Meeting of Shareholders No. 16 on Friday, 7 July 2017 at 13:30 hours at the Siam Kempinski Bangkok Hotel, Bangkok, Chandra Ballroom, 991/9 Rama 1 Road, Pathumwan, Bangkok 10330, to consider the matters in accordance with the following agenda:

**Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 15 dated July 22, 2016**

**Objective and Reason:**

The Annual General Meeting of Shareholders No. 15 was held on July 22, 2016 and the minutes of the meeting has been recorded accordingly and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe as prescribed by laws. It was also disclosed on the TSTH's website.

**Board of Directors' opinion:**

It is considered appropriate for the Meeting of Shareholders to adopt the minutes of the Annual General Shareholders No. 15 held on July 22, 2016, which the Board of Directors has deemed to be properly recorded, a copy of minutes is enclosed as per Annex 1.

**Voting:**

The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

**Agenda 2 To acknowledge the report on the Company's operational results for the year ended March 31, 2017**

**Objective and Reason:**

The report of the Company's operational results for the year 2016-2017, as required by the Articles of Association of the Company, Clause 40, is required to be acknowledged by the shareholders at the Annual General Meeting.

**Board of Directors' opinion:**

It is considered appropriate to report the Company's operational results for the year 2016-2017 to the Meeting of Shareholders for acknowledgement. Details are shown in the Annual Report CD Rom (enclosed).

**Voting:**

As this agenda is for acknowledgement, it does not have to be voted by the shareholders.

**Agenda 3      To consider and approve the financial statements for the year ended March 31, 2017****Objective and Reason:**

The Articles of Association of the Company, Clause 40, specified that the Annual Ordinary General Meeting of Shareholders shall approve the financial statements at the end of the fiscal year.

**Board of Directors' opinion:**

It is considered appropriate for the Meeting of Shareholders to approve the Financial Statements for the year ended March 31, 2017 which has been audited by the Certified Public Accountant and reviewed by the Audit Committee. Details are shown in the Annual Report CD Rom (enclosed).

**Voting**

The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

**Agenda 4      To consider and approve the appropriation of profits for the year 2016-2017 and omission of the dividend payment****Objective and Reason:**

- Steel business is continuing to go through turbulent times around the world. The situation is no different in Thailand and for Tata Steel Thailand. Various initiatives like sourcing of low cost metallic, higher sales volume, focus on value added products & services and tight control on costs and working capital has resulted in company returning back to profitability. However external challenges and high volatility in the business environment continues. In this situation, it is important that healthy cash balance is maintained to run the company efficiently.
- The Articles of Association of the Company, Clause 40, specified that the Annual Ordinary General Meeting of Shareholders shall consider the appropriation of profits, and Clause 46, the Company shall allocate not less than 5% of its annual net profit less the accumulated losses brought forward (if any) to the legal reserve fund until this fund attains an amount not less than 10% of the registered capital.
- Further, the Company's dividend policy stipulated that "The Company is required to pay the dividend to shareholders not more than 40% of the net profit after deduction of legal reserve of the consolidated financial statements, taking potential factors not significantly affecting the performance into account. The potential factors include the performance, financial status, liquidity, business expansion and liabilities obligation in relation to debt restructuring agreement and other loan agreements including other related determinants regarding the Company's management, taking the consideration of the best interests of the Shareholders in the long-run, thereby obtaining the approval from the Board of Directors and/or shareholder meeting".
- The consolidated financial statements of company for the year 2016-17 has reported a profit after tax of 214 million with retained earnings (deficits) of (3,032) million baht.

**Board of Directors' opinion:**

Shareholders are recommended to approve the allocation of the profit for the year 2017, ended March 31, 2017, of 26.39 million baht as legal reserve. After considering the relevant factors to the Company's financial position on consolidated basis, present condition of steel business and the future requirement,



the Board of Directors deems it appropriate to propose the shareholder meeting for the omission of dividend payment.

**Voting:**

The resolution for this agenda requires the majority vote of the Shareholders and proxy holders who attend the meeting and cast their votes.

**Agenda 5 To consider and approve the re-election of directors who retire by rotation**

**Objective and Reason:**

- The Articles of Association of the Company, Clause 19, specified that one-third (or closest to one-third) of the Directors shall retire from the office by rotation at the Annual General Meeting of Shareholders and may be re-elected to serve as Directors.
- For the Annual General Meeting of Shareholders No.16, three Directors are retiring this year, namely:

- |                                 |   |
|---------------------------------|---|
| 1) Mr. Ranganath Raghupathy Rao | Director and<br>Member of the Executive Committee |
| 2) Mr. Peeyush Gupta            | Director and<br>Member of the Executive Committee |
| 3) Mr. Rajiv Mangal             | Director and<br>Member of the Executive Committee |

- In the process of nominating the Directors, the Corporate Governance, Nomination and Remuneration Committee considered in accordance with the selection guidelines and criteria as approved by the Company's Board of Directors. Details are stated in accompanying documents No. 3 delivered to Shareholders together with this Notice. It is agreed that Mr. Ranganath Raghupathy Rao, Mr. Peeyush Gupta and Mr. Rajiv Mangal are qualified, knowledgeable and have expertise in steel industry and other wide array of related fields. Other qualifications comprise leadership skill, vision and capacity to be in duty of the Company's Director, offering the independent opinion, which is beneficial to the Company's operation, as well as not related to any criminal case and verdict incurred from the property/asset misconduct, and the connected transaction triggering the conflict of interest of the Company in the previous year.

***(Guideline and Criteria for Selection of Directors and Independent Directors, including definitions of Independent Director: as accompanying documents no. 2)***

**Board of Directors' opinion:**

The Board of Directors considered it appropriate for the Meeting of Shareholders to re-elect the above three directors namely, Mr. Ranganath Raghupathy Rao, Mr. Peeyush Gupta, and Mr. Rajiv Mangal who are due to retire by rotation, as the Company's directors for another term.

***(Name and Curricula Vitae of the Directors who are proposed for re-election in replacement of those who are retired by rotation: as accompanying documents no. 3)***

**Voting:**

The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

**Agenda 6 To consider and approve the remuneration of Directors for the year 2017-2018****Objective and Reason:**

- The Articles of Association of the Company, clause 25, specified that Directors are entitled to receive remuneration from the Company as approved by the shareholder meeting.
- The Corporate Governance, Nomination and Remuneration Committee has considered the remuneration of the Directors and Members of Committees in accordance to the criteria, being the assigned duties and responsibilities, the average of the remuneration which is on par with other listed companies in the same industry, including the operating performance and other factors which may affect the Company. Considering the performance of the company, it is agreed that the present remuneration is at the appropriate level.

**Board of Directors' opinion:**

The Board of Directors deems it appropriate to propose the shareholder meeting to consider and approve the remuneration for the Board of Directors and Committees for the year 2017-2018 (April 1, 2017 - March 31, 2018), as considered by the Corporate Governance, Nomination and Remuneration Committee, which is not to exceed the previous year. The remuneration can be separated into the fixed remuneration and meeting allowance for the attendance as set out below, until the shareholder meeting determines otherwise.

Details of the comparison information for the remuneration of Directors in the previous years are as follows:

		<b>2017 – 2018 (Proposed for this year)</b>		<b>2016 – 2017 (Previous year)</b>	
		<b>Fixed (Baht/Year)</b>	<b>Meeting Allowance (Baht/Time)</b>	<b>Fixed (Baht/Year)</b>	<b>Meeting Allowance (Baht/Time)</b>
<b>Board of Directors</b>	Chairman	↑	↑	630,000	42,000
	Vice Chairman			525,000	21,000
	Member			472,500	21,000
	Member			115,500	10,500
<b>Audit Committee</b>	Chairman	<b>SAME RATE</b>	<b>SAME RATE</b>	168,000	15,750
	Member			115,500	10,500
<b>Executive Committee</b>	Chairman			0	15,750
	Member			0	10,500
<b>Corporate Governance, Nomination and Remuneration Committee</b>	Chairman			150,000	15,750
	Member	↓	↓	75,000	10,500

*Remarks: No other compensation paid to Directors, except only the details mentioned in the above table.*

**Voting:**

The resolution for this agenda requires not less than two-thirds of the total number of votes of shareholders and proxy holders attending the meeting and cast their votes.

## **Agenda 7        To consider and appoint the auditors and fix the audit fees for the year   2017-2018**

### **Objective and Reason:**

- The Articles of Association of the Company, clause 40, specified that the shareholder meeting shall consider and appoint auditors and fix the audit fee every year. In appointing the auditor, the former auditor may be re-appointed.
- In accordance to the Notification of the Securities and Exchange Commission (SEC), listed companies are required to rotate the authorized auditors every five accounting years and may evolve employing other members of auditor in the same auditing firm. In this regard, Ms. Thanawan Anuratbodee (Certified Public Accountant No. 3440) had given her first time signature in the Company's financial statements for the fiscal year 2012-2013. Accordingly, we have been informed by Deloitte Touche Tohmatsu Jaiyos Audit Company Limited (DTTJ) about her rotation under the SEC rules after she completed the annual audit of March 31, 2017 for the TSTH Group. DTTJ has communicated that Mr. Choopong Surachutikarn Certified Public Accountant (Thailand) No. 4325 to be the auditor of TSTH group for the first quarterly review.
- As per the regulations in India, listed companies and certain categories of unlisted and private companies cannot appoint an audit firm for more than two terms of five consecutive years. Accordingly, Deloitte Haskins and Sells, who has been the statutory auditors of the parent company Tata Steel Limited, will get rotated on completion of their term. The Board of Tata Steel Limited has recommended the appointment of PwC as the statutory auditors for 2017-2018. Considering the geographical presence and complexities of the Tata Steel Group including Europe, South East Asia and overseas mining operations, it appoints the same audit firms (directly or through its member audit firms) as the statutory auditors in all major subsidiary companies to maintain synergy in the audit process.
- Following the same governance process of rotation of auditors and based on the evaluation and following considerations, the TSTH Board, in its meeting held on 23rd May 2017 recommended the appointment of PricewaterhouseCoopers ABAS Ltd. (PwC) as the statutory auditors of Tata Steel (Thailand) Public Company Limited and its subsidiaries for financial year 2017-2018. The Board has considered the qualifications in accordance to the standards set and agreed that PwC can satisfactorily perform its duties to the Company in accordance with the accounting standards and can provide useful opinions to the Company. The auditors also have full qualifications, as well as have no relationship or conflict of interest with the Company, the subsidiaries, the Executives and major shareholders or related persons of the said persons.

### **Board of Directors' opinion:**

The Board of Directors deems it appropriate to propose the shareholder meeting, as considered by the Audit Committee, as followings;

- Appointment of the Auditors of the Company for the First Quarter of the fiscal year of 2017-2018 from April 1, 2017 and ending on June 30, 2017;
  - Mr. Choopong Surachutikarn (Certified Public Accountant No. 4325) or
  - Mr. Manoon Manusook (Certified Public Accountant No. 4292) or
  - Dr. Kiatniyom Kuntisook (Certified Public Accountant No. 4800)of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited. In this regards, Mr. Choopong Surachutikarn (Certified Public Accountant No. 4325) will give his signature in the Company's financial statements in the First Quarter of the fiscal year 2017-2018 (April 1, 2017-June 30, 2017).
- Determination of the Audit Fee for the Company and its subsidiaries for the First Quarter of the year 2017-2018 at the amount of Baht 945,000 which is same rate as the First Quarter of the fiscal year 2016-2017. Details of the comparison information of the Audit Fee in the previous years are as follows:

<b>Audit Fee</b>	<b>First Quarter FY 2017-2018 (Proposed for this year)</b>	<b>First Quarter FY 2016-2017 (Previous year)</b>
TSTH	Baht 480,000	Baht 480,000
3 Subsidiaries	Baht 465,000	Baht 465,000
<b>Total</b>	<b>Baht 945,000</b>	<b>Baht 945,000</b>

**Remark:**

*For the non-audit fee, in the fiscal year of April 2016 – March 2017, the Company and its subsidiaries paid fee of Baht 2,034,684 to its auditor, the audit firm affiliated with the auditor, individuals or business entities related to the auditor and its affiliated audit firm.*

- Appointment of the Auditors of the Company for the Second-Fourth Quarter of the fiscal year of 2017-2018 from July 1, 2017 and ending on March 31, 2018;
  - Ms. Varaporn Vorathitikul (Certified Public Accountant No. 4474) or
  - Mr. Vichien Khingmontri (Certified Public Accountant No. 3977) or
  - Ms. Sukhumaporn Wong-ariyaporn (Certified Public Accountant No. 4843)
 of PricewaterhouseCoopers ABAS Ltd. (PwC). In this regards, Ms. Varaporn Vorathitikul (Certified Public Accountant No. 4474) will give her signature in the Company's financial statements in the Second Quarter, Third Quarter and Annual financial statements of the fiscal year 2017-2018 (July 1, 2017-March 31, 2018).
  - Determination of the Audit Fee for the Company and its subsidiaries for the Second-Fourth Quarter of the year 2017-2018 at the amount of Baht 3,528,757 which is lower rate as the exiting fee of Seond-Fourth Quarter of the fiscal year 2017-2018 of the Audit Fee from the exiting Audit fee of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited.

**Details of the fix the audit fees for the year are as follows:**

<b>Audit Fee</b>	<b>Quarter 2-4 FY 2017-2018 (Proposed for this year-PwC)</b>
TSTH	Baht 1,212,942
3 Subsidiaries	Baht 2,315,815
<b>Total</b>	<b>Baht 3,528,757</b>

**Voting:**

The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

**Agenda 8 Any other businesses (if any)**

The Board of Directors has resolved to determine the names of shareholders who have right to attend the Annual General Meeting of Shareholders No. 16 as on Wednesday, May 24, 2017. The book closing date on which the shareholder list as specified in Section 225 of the Securities and Exchange Act shall be complied on Thursday, May 25, 2017.

The Company would like to invite all shareholders to attend the meeting on the date, time and place as mentioned above. Shareholders or proxies will be able to register for the meeting from 11:30 hours onwards. The Company will provide a set of drinks and snack boxes for shareholders and proxy holders who attend the meeting (one snack box is limited per one person).

In compliance with the Announcement of the Department of Business Development (DBD) of the Ministry of Commerce, the Thailand Securities Depository Co., Ltd. (TSD), as a securities registrar, will deliver only one copy of the Proxy and invitation for shareholders' meeting upon the Book Closing to the shareholders who own existing share/shares at the latest address given to the registrar (Principal Address).

For convenience, any shareholders, who cannot be present at the meeting in person and intend to appoint a proxy to attend the meeting, please complete and duly execute only one of two proxy forms (Form A or Form B). Shareholders may download such form from our website at [www.tatasteelthailand.com](http://www.tatasteelthailand.com). In order to speed up and facilitate the registration process at the Annual General Meeting of Shareholders, it is kindly requested that executed proxy forms may please be delivered to the Company Secretary Office at least three days before the meeting date of July 7, 2017. Further, the Company will facilitate in affixing the stamp duty on proxy form when registering to attend the meeting.

The Company has delivered details about procedures for the appointment of proxies and registration, the required documents and evidence for attending the meeting, the provisions in casting the vote, as well as, the map of location for the meeting, together with this Notice as Required Documents No. 4, No. 5 and No. 8, respectively.

Shareholders who require the 2016-2017 Annual Report in printed format may fill the form attached hereto as Required Documents No. 7 and kindly submit the completed form to the Company by mail or via Fax No. 66 (2) 937-1224 for further proceeding as per your request.

Yours sincerely,  
By Order of the Board of Directors

**Ms. Arisara Na Ranong**

Company Secretary

**Tata Steel (Thailand) Public Company Limited**  
**Tel. 0-2937-1000 ext. 3156/ 3111/ 3210**  
**Fax. 0-2937-1224**



**Tata Steel (Thailand) Public Company Limited**  
**Minutes of the Annual General Meeting of Shareholders No. 15/2016**

Ballroom, Anantara Siam Bangkok Hotel  
155 Rajadamri Road, Bangkok  
Friday, July 22, 2016 at 14:00 hours

**Present:**

**Directors:**

- |    |                                   |   |
|----|-----------------------------------|---|
| 1. | Mr. Thachat Viswanath Narendran   | Chairman of the Board of Directors,<br>Chairman of the Executive Committee,<br>and Remuneration Committee                                 |
| 2. | Mr. Maris Samaram                 | Independent Director,<br>Chairman of the Audit Committee,<br>Member of the Corporate Governance, Nomination<br>and Remuneration Committee |
| 3. | Asst. Prof. Rawewan Peyayopanukul | Independent Director,<br>Member of the Audit Committee,<br>Member of the Corporate Governance, Nomination<br>and Remuneration Committee   |
| 4. | Mr. Hatasakdi Na Pombejra         | Independent Director,<br>Member of the Audit Committee  |
| 5. | Mr. Taratorn Premsoontorn         | Director,<br>Member of the Corporate Governance, Nomination<br>and Remuneration Committee   |
| 6. | Mr. Peeyush Gupta                 | Director and Member of the Executive Committee  |
| 7. | Mr. Ranganath Raghupathy Rao      | Director and Member of the Executive Committee  |
| 8. | Mr. Rajiv Mangal                  | President & CEO and Member of the Executive Committee   |

**Secretary:**

- |    |                       |                   |
|----|-----------------------|-------------------|
| 1. | Ms. Pratana Sinhaneti | Company Secretary |
|----|-----------------------|-------------------|

**Management:**

- |    |                              |   |
|----|------------------------------|---|
| 1. | Mr. Wanlert Kanwiwat         | Chief Operating Officer                                   |
| 2. | Mr. Shishir Vijay Pimplikar  | Chief Financial Officer                                   |
| 3. | Mr. Sirorote Matemanosak     | Vice President – Human Resources & Corporate Affairs      |
| 4. | Mr. Paitoon Chuesook         | Vice President – Procurement                              |
| 5. | Mr. Chaichalerm Bunyanuwat   | Vice President – Marketing & Sales                        |
| 6. | Mr. Pornchai Tangworakulchai | Vice President – Rayong Plant                             |
| 7. | Mr. Arun Kumar Chowdhary     | Vice President – Chonburi Plant                           |
| 8. | Mr. Rungroth Lertarom        | Vice President – Saraburi Plant                           |
| 9. | Mr. Amit Khanna              | Vice President – Capital Projects and Business Excellence |

**Auditor of the Company:**

- |    |                          |   |
|----|--------------------------|---|
| 1. | Ms. Thanawan Anuratbodee | Deloitte Touche Tohmatsu Jaiyos Audit Company Limited |
|----|--------------------------|---|

**Invitees:**

- |    |                       |   |
|----|-----------------------|---|
| 1. | Mr. Surapol Limpanich | Senior Financial Controller – Corporate |
|----|-----------------------|---|

## **The meeting started at 14:00 hours**

Mr. Thachat Viswanath Narendran, Chairman, extended a warm welcome to the shareholders and members of various Committees present at the Annual General Meeting of Shareholders No. 15/2016. The Chairman informed the meeting that 432 Shareholders have registered to attend the meeting both in person and by proxy. This represents 5,894,524,429 shares, an equivalent of 69.99 percent of the 8,421,540,848 issued shares. The Chairman confirmed that it forms a quorum according to Clause 37 of the Articles of Association of the Company and declared the meeting open for deliberation on various items of the agenda.

The Chairman then introduced the Directors, Auditors and Company Secretary present at the meeting. In addition, the Chairman requested the Company Secretary to explain voting procedures for each agenda to the shareholders so that a resolution could be readily reached and accurately recorded in the minutes of the meeting.

The Company Secretary then informed the meeting that this Annual General Meeting of Shareholders would be conducted under the Articles of Association of the Company of specific provisions pertaining to the shareholder meeting as detailed in the meeting documents, page no. 31 – 34 for both English notice and Thai notice, delivered to the shareholders in advance. Further, page no. 35 - 38 of the meeting documents in both English and Thai notices describe the voting procedures for each agenda, vote casting, vote counting, and announcement of voting results which will be summarized to the shareholders for acknowledgement.

The Chairman then continued to conduct the meeting as per the announced agenda.

### **Agenda 1: To adopt the Minutes of the Fourteenth Annual General Meeting of Shareholders for the year 2015 held on July 31, 2015**

The Chairman requested the meeting to consider and approve the minutes of the Fourteenth Annual General Meeting of Shareholders for the year 2015 held on July 31, 2015. The minutes were sent to the Shareholders in advance together with the Notice of this meeting as accompanying documents No. 1, page No. 10-23. The Board of Directors agreed that such minutes were accurate and proposed for an approval of the minutes of the Fourteenth Annual General Meeting of Shareholders for the year 2015.

There were few inquiries raised. The responses given are summarized as follows;

Pol Col Sermkiat Bumrungpreuk, a shareholder, requested the correction of his name in the minutes as Sermkiat instead of Somkiat. He raised the issue on omission of dividend payment in agenda 4 that the Company should look into the relevant law or regulation on this issue.

The Chairman thanked Pol Col Sermkiat Bumrungpreuk for pointing out the mistake and advised that the document be revised. He then added that last year was one of the most difficult years for steel industry globally even though Tata Steel (Thailand) Pcl has done well in these circumstances. However, the Company has to take a long term view of the business and related challenges. Payment of dividend will depend upon sustainable profit generation by the company.

Asst. Prof. Rawewan, Independent Director, referred to the Annual Report on page no. 29 for the Company policy on dividend payment. The dividend payment shall pay to shareholders at the rate of not exceeding 40% of net profit after tax of consolidated financial statements. According to the legal provision, the Company can declare dividend when there are no accumulated losses. The consolidated financial statements of the company show accumulated losses as of now. Pol Col Sermkiat still insisted that the Company should check with Ministry of Commerce and proposed for the off-line meeting on the subject.

Mr. Tara Chonlapranee, a shareholder, shared the example of a company that made a dividend payment even when they had accumulated losses in consolidated statements. He requested for a clearer explanation since some companies looked at separate financial statements while deciding on payment of dividend. He also requested for Certified Accountant to look into this issue.

The Chairman concluded that the Company would look at the long term view on how to make business stronger. All shareholders' comments would certainly be considered.

Prior to the vote casting, the Chairman informed shareholders that this agenda was an ordinary matter that had to be resolved by the shareholder meeting with the majority vote of the shareholders who attended the meeting and had the right to vote.

**Resolution:** The meeting reviewed and adopted the minutes as proposed by the Board of Directors with shareholders' majority vote. Details are as shown below;

Shareholders cast their votes	representing	5,920,638,187	shares		
Shareholders voted for the matter	representing	5,919,163,000	shares,	or	99.9783%
Shareholder voted against the matter	representing	1,280,800	shares,	or	0.0216%
Shareholders abstained	representing	194,000	shares,	or	0.0000%

Remarks: While this matter was being reviewed in the meeting, additional shareholders comprising of 26,113,758 shares joined the meeting.

**Agenda 2: To acknowledge the Report of the Company's operational results for the year 2015-2016, ended March 31, 2016.**

The Chairman requested Mr. Rajiv Mangal, President & CEO, to present to the meeting a summary report on the performance of the Company and key developments for the year 2015-2016, ended March 31, 2016. Details are shown in the message from the Board of Directors that has been placed in the Annual Report 2015-2016 and submitted to the shareholders together with the Notice of the meeting.

The President then proceeded to share the explanatory slides in the form of a presentation in Thai and English language about the performance of TSTH for the FY 2015-2016. It was shown that globally there is huge over supply of steel. As a result, the capacity utilization of the steel plants around the world has come down to the level of 69.7%. Many companies are resorting to higher export to cover volume. This in turn has put pressure on steel prices. Global steel demand declined by almost 3% during 2015 largely due to slow down in China. ASEAN region and India are only two large geographies showing improvement in steel demand.

Within Thailand, GDP growth during 2015 was around 2.8% largely from tourism and public investment. Thailand Industries Sentiment Index continues to decline. Domestic consumption of steel in the country has declined in last two years.

In terms of company performance, NTS and SCSC plants have completed zero lost time injury operations for 4 and 3 years respectively. 93% of the employees participated in at least one Corporate Social Responsibility Activities during the financial year. "Grow Smart with Tata Steel" program has reached 222 schools in 45 provinces nationwide. There has been a steady increase in the sales volume of value added products and services. The Company got certified as a member of Thailand's Collective Action Coalition against Corruption and was awarded Thailand Sustainability Investment award 2015 by Stock Exchange of Thailand. While overall sales volume improved over last year, gross revenue declined in line with drop in steel prices around the world. Due to better cost and spread management, the

Company was able to generate more than double EBITDA compared to last financial year. For the year, EBITDA was at 5.2% of sales revenue, Profit Before Tax (PBT) was at 223 million baht and Profit After Tax (PAT) was at 154 million baht.

Regarding outlook for the year 2016-17, it was shared that China is expected to continue to export aggressively. Government of Thailand has been expediting the infrastructure strengthening projects in the country which will support demand for construction steel. Going ahead, the Company will focus on retail segments, higher exports, sale of value added products and improve cost efficiency further.

Chairman then invited suggestions from the shareholders.

Salient questions and suggestions raised and the response given are summarized as follows;

1. Mr. Sutee Sahussarungsi, a shareholder, enquired about the market share of Chinese products in Thailand. He also asked about how much cheaper were imports from China compared to Thai products.

President answered that Chinese wire rods market share in Thailand was 40 – 45%. This was largely due to export incentives offered by China. In terms of price difference, Chinese wire rods were approx 30-60 USD per MT cheaper than domestic wire rods. The situation in case of rebar was much better where TSTH enjoys more than 30% market share in organized domestic market. Chinese products are not competing with domestic players in this segment. He further added that market share information has been mentioned on page no. 23 in the Annual Report.

The Chairman added that as far as the Company concerned, a number of initiatives have been taken to strengthen our position. The same include investing in increasing Cut & Bend volume, expansion in regional markets and neighboring countries, development of special grade Rebars and strengthening of TATA TISCON brand and distribution network. The Chairman highlighted that TSTH was one of the very few companies in the world that has delivered improved performance in FY'16.

2. Mr. Parsons Promstit, a shareholder, asked if last year TSTH has violated any Thai law. Has any Directors got involved in the conflict of interest or illegal activities. As TSTH is a listed company, the Directors must comply with different law and regulation with appropriated qualifications.

President confirmed that the Company honors the laws of the land.

The Chairman informed that there is a proper governance system in place to ensure that there is no violation to statutory laws and regulations.

3. Pol Col Sermkiat Bumrungpreuk, a shareholder, enquired whether the turnaround was good enough to enable the company to pay dividend. He reiterated to his earlier point to have an offline meeting and asked the company to seek legal help on how to clear accumulated losses.

The Chairman referred to President's presentation slides about decline in steel price last year. However, company has improved the EBITDA. He reassured the meeting that the Company was working very hard to turn around the performance and get into a position to be able to pay dividend in near future. Many steel companies around the world have gone bankrupt in recent times.

There being no further questions from the shareholders, the Chairman proposed the meeting to acknowledge the report of the Company's operational results for the year 2015-2016, ended March 31, 2016 without vote casting because this agenda was for acknowledgement only.

**Resolution:** The meeting acknowledged the Report of the Company's operational results for the year 2015-2016, ended March 31, 2016, as proposed by the Board of Directors.

**Agenda 3: To consider and approve the financial statements for the year 2015-2016, ended March 31, 2016.**

The Chairman reported on the Company's financial statements for the year 2015-2016, ended March 31, 2016. The Board of Directors informed that such financial statements had been audited and certified by the auditor of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited and reviewed by the Audit Committee. The financial statements were presented accurately, completely and adequately. Details are appeared in the Company's Annual Report for the year 2015-2016 which could be summarized as below:

Consolidated Balance Sheets and Statements of Income of the Company and its subsidiaries:-

Total Assets	12,897 Million Baht
Total Liabilities	4,343 Million Baht
Shareholders' Equity	8,554 Million Baht
Total Revenues	16,872 Million Baht
Net Profit	154 Million Baht
Earnings (loss) per Share	0.02 Baht/Share

Pol Col Sermkiat Bumrungpreuk, a shareholder, made a suggestion that since the Company has earned more from export. The Company should work to increase sales in neighboring countries.

The Chairman thanked him for his suggestion and assured him that company will focus in this area. He further added that with improved spending on infrastructure projects in Thailand, domestic demand for steel is also expected to improve.

1. Mr. Sakchai Sakulsrimontree, a shareholder, made a request to convene Annual General Shareholders Meeting earlier. Then he enquired about following:

- Referring to the Annual Report page no. 67, what was the amount under available-for-sale investments
- Referring to the Annual Report page no. 69, he required for the explanation on other incomes.
- He asked why the Company could not reduce administrative expenses. This was a burden expenses which caused the Company a lower profit.
- Why the earnings from sale were lower
- Some explanation on the multiple lists of Thai Accounting Standards was required
- What was the ratio of the equity holding in our subsidiaries

Asst. Prof. Rawewan, Independent Director, explained that this was old equity investment in G J Steel for 1 million shares. At the end of the year, the market price was 2.2 million baht. Furthermore, the administrative expenses were fixed cost which means the Company had to incur whether the Company made higher or lower profit. President added that management is always looking for ways and means to reduce administrative expenses as far as possible. There has been a reduction in administrative expenses this year by 20 MB as compared to previous year.

The President referred to Annual Report page no. 106 for the breakup of other incomes. He further explained that the total volume in metric tons in FY 2015-16 was higher than in FY 2014-15. However gross revenue was lower since the market price of the products came down. He added that equity holding in the subsidiaries is as given on page 18 in Annual report.

Asst. Prof. Rawewan, Independent Director, explained that in the Accounting Standards, there has been an update which each listed company has to follow.



2. Mr. Sataporn Pangnirund, a shareholder, thanked the Company for providing the financial ratio in the Annual Report. However, he enquired as to why the gross profit has declined under separate financial statements as shown on page 69 of Annual Report if TSTH gets the reimbursement from the subsidiaries.

Mr. Maris Samaram, Independent Director, replied that as the parent company TSTH provides services to the subsidiaries. The parent company gets the reimbursement from the subsidiaries for the cost that they have incurred to provide necessary services. That is the reason we should look at the consolidated statements. The reimbursement from the subsidiaries (Management Fee) is based on percentage of sale revenue. As the sales revenue declined in current year due to drop in market price of steel, this resulted in the negative gross profit because the cost of the services remained at similar level.

3. Mr. Kiat Sumogkolthanakul, a shareholder, required more explanation on the query raised by previous shareholder. As per on Annual Report, TSTH charged the services of the subsidiaries 1 million baht per month still the Company had negative profit. Was this affected from the increasing loan? What were the other expenses on page no. 69 in Annual Report?

Mr. Maris Samaram explained that if the subsidiaries were making loss, parent company would not want to charge them on percentage of sales basis because it would just make the loss even higher. In such situation, TSTH charge only 1 million baht per month when the subsidiaries financial situation was not good.

Asst. Prof. Rawewan informed that as of now the calculation of Management Fee has changed. Going ahead it will be on cost plus pricing so there would not be the same issue like this again. On other expenses, it was the loss from foreign exchange.

4. Mr. Somkiat, a shareholder, showed his concern at the stock price and requested the Management to try their best to maintain the best price in the market.

After that there being no further questions from the shareholders, the Chairman proposed the meeting approve the financial statements for the year 2015-2016, ended March 31, 2016. Prior to the vote casting, the Chairman informed shareholders that this agenda was an ordinary matter that had to be resolved by the shareholder meeting with the majority vote of the shareholders who attended the meeting and had the right to vote.

**Resolution:** The meeting resolved to approve financial statements of income for the year 2015-2016, ended March 31, 2016 with the majority vote of the shareholders who attended the meeting and had the right to vote, as proposed by the Board of Directors, as under :

Shareholders cast their votes	representing	6,217,998,324	shares		
Shareholders voted for the matter	representing	6,216,523,319	shares,	or	99.9793%
Shareholder voted against the matter	representing	1,281,005	shares,	or	0.0206%
Shareholders abstained	representing	194,000	shares,	or	0.0000%

Remarks: While this matter was being reviewed in the meeting, additional shareholders comprising of 297,360,137 shares joined the meeting.

**Agenda 4: To consider and approve the appropriation of profits of the year 2015-2016 and omission of the dividend payment**

The Chairman reported to the meeting that in compliance with the Articles of Association of the Company, Clause 40, which specified that the Annual Ordinary General Meeting of Shareholders shall consider the appropriation of profits, and Clause 46, the Company shall allocate no less than 5% of its annual net profit less than accumulated losses brought forward (if any) to the legal reserve fund until this fund attains an amount not less than 10% of the registered capital.

Further, the Company's dividend policy stipulated that the Company was required to pay the dividend to shareholders not more than 40% of the net profit of consolidated financial statements after deduction of legal reserve, taking potential factors not significantly affecting the performance into account. The potential factors included; the performance, financial status, liquidity, business expansion and liabilities obligation in relation to debt restructuring agreement and other loan agreements. Other loan agreements included other related determinants regarding the Company's management after considering shareholders' best interests in the long-run, thereby obtaining the approval from the Board of Directors and/or shareholder Meeting.

The operation of TSTH from consolidated financial statements, for the fiscal year 2016, resulted in a net profit of 154 million baht with retained earnings of (3,246) million baht. The operation from separate financial statements was resulted in a profit of 54 million baht with retained earnings of 898 million baht. In this regard, the Board of Directors had approved the allocation of the profit for the year 2016 of 2.7 million baht as legal reserve. For dividend payment, after considering relevant factors to the Company's operation on consolidated basis and the future requirement, the Board of Directors deems it is appropriate to propose the shareholder meeting for the omission of dividend payment.

Pol Col Sermkiat Bamrungpreuk, a shareholder, suggested to check with Ministry of Commerce on whether dividend payment should be considered from consolidated or separated financial statements.

The Chairman stated that the Company will comply with all the concerned rules and regulations. However, decisions are taken in the long term interests of the company.

There being no further questions from the shareholders, the Chairman proposed the meeting to consider approving the appropriation of profits and omit the dividend payment of the year 2015-2016. Chairman further informed the shareholders that this agenda was an ordinary matter and has to be approved with the majority vote of the shareholders who attended the meeting and had the right to vote.

**Resolution:** The meeting resolved to approve the appropriation of profits, and omit the dividend payment of the year 2015-2016 with the majority vote of the shareholders who attended the meeting and had the right to vote, as proposed by the Board of Directors. The voting results are as follows;

Shareholders cast their votes	representing	6,217,998,324	shares		
Shareholders voted for the matter	representing	6,216,513,524	shares,	or	99.9792%
Shareholders voted against the matter	representing	1,290,800	shares,	or	0.0207%
Shareholders abstained	representing	194,000	shares,	or	0.0000%

**Agenda 5: To consider and approve the re-election of directors who retired by rotation**

The Chairman required the President to conduct the agenda 5.

The President informed the Meeting that in compliance with the Articles of Association of the Company, Clause 19, specifies that one-third (1/3), or closest to one-third of the directors shall retire from the office by rotation at the Annual General Meeting of Shareholders and may be re-elected to serve as directors. For the Annual General Meeting of Shareholder No. 15/2016, three (3) Directors who are due to retire by rotation in this Meeting are as follows:

- |                                    |  |
|------------------------------------|--|
| 1. Mr. Thachat Viswanath Narendran | Chairman of the Board of Directors<br>Chairman of the Executive Committee<br>Chairman of the Corporate Governance, Nomination and Remuneration Committee |
| 2. Mr. Maris Samaram               | Independent Director<br>Chairman of the Audit Committee<br>Member of the Corporate Governance, Nomination and Remuneration Committee                     |
| 3. Mr. Taratorn Premsoontorn       | Director<br>Member of the Corporate Governance, Nomination and Remuneration Committee  |

In the process of nominating the Directors, the Corporate Governance, Nomination and Remuneration Committee considered in accordance with the selection guidelines and criteria as approved by the Company's Board of Directors. Details are stated in accompanying documents No. 2 delivered to Shareholders together with the Notice of the meeting. It was agreed that 1) Mr. Thachat Viswanath Narendran 2) Mr. Maris Samaram and 3) Mr. Taratorn Premsoontorn, the retiring Directors, were qualified, knowledgeable and have expertise in steel industry and other wide array of related fields. Other qualifications comprised leadership skill, vision and capacity to be in duty of the Company's Director, offering the independent opinion, which was beneficial to the Company's operation. They do not have any criminal case and have no verdict incurred from the property / asset misconduct, and the connected transaction triggering the conflict of interest of the Company in the previous year.

The Board of Directors deemed it appropriate to propose the meeting to consider and re-elect the mentioned three Directors i.e. 1) Mr. Thachat Viswanath Narendran 2) Mr. Maris Samaram and 3) Mr. Taratorn Premsoontorn to be re-appointed as Directors and Members of Committees for another term. The Curriculum Vitae (CV) of the Directors who were proposed to be re-elected in places of those who retired by rotation are shown in accompanying documents No. 2.

The President then proposed the meeting to elect the directors on an individual basis to be in line with the Good Corporate Governance as determined by the Stock Exchange of Thailand, and the shareholders agreed with such a method.

Ms. Supaporn Pakasirikul from Thai Investors Association, questioned on re-election on Mr. Maris Samaram, as he has served the Board of Directors beyond 9 years and there could be an issue of the director's independent decision and action according to the long period of directorship.

The Chairman thanked for the recommendation and answered that Mr. Maris Samaram was considered and agreed as qualified for the position, therefore he is appropriate to be re-elected.

There were no further questions from the shareholders. The President then proposed the meeting to resolve the election of Directors by individual voting. As per the Company's Articles of Association Clause 18 (b) the shareholders shall vote using all the votes equal to the number of shares held which cannot be divided for any person or group to any extent at all. Prior to vote casting, the Chairman further informed the shareholders that this agenda was an ordinary matter and has to be approved with the majority vote of the shareholders who attended the meeting and had the right to vote.

**Resolution:** The meeting resolved to approve the election of directors in place of those who retired by rotation at the Annual General Meeting of Shareholders No. 15/2016, on an individual basis, including to appoint at their former positions, with the majority vote of the shareholders who attended the meeting and had the right to vote, as proposed by the Board of Directors. The voting results are as follows:

**1. Mr. Thachat Viswanath Narendran**

Shareholders cast their votes	representing	6,217,998,324	shares		
Shareholders voted for the matter	representing	6,215,661,224	shares,	or	99.9653%
Shareholders voted against the matter	representing	2,157,100	shares,	or	0.0346%
Shareholders abstained	representing	180,000	shares,	or	0.0000%

**2. Mr. Maris Samaram**

Shareholders cast their votes	representing	6,217,998,324	shares		
Shareholders voted for the matter	representing	6,216,524,424	shares,	or	99.9791%
Shareholders voted against the matter	representing	1,293,900	shares,	or	0.0208%
Shareholders abstained	representing	180,000	shares,	or	0.0000%

**3. Mr. Taratorn Premsoontorn**

Shareholders cast their votes	representing	6,217,998,324	shares		
Shareholders voted for the matter	representing	6,215,658,224	shares,	or	99.9652%
Shareholders voted against the matter	representing	2,160,100	shares,	or	0.0347%
Shareholders abstained	representing	180,000	shares,	or	0.0000%

**Agenda 6: To consider and approve the remuneration of the Board of Directors and Members of the Committees for the year 2016-2017**

The Chairman informed the Meeting that in compliance with the Articles of Association of the Company, Clause 25, directors were entitled to receive remuneration from the Company as approved by the Shareholder Meeting.

The Board of Directors deemed it appropriate to propose the shareholder meeting to consider and approve the remuneration for the Board of Directors and Sub-Committees for the year 2016-2017 (April 1, 2016 – March 31, 2017), as considered by the Corporate Governance, Nomination and Remuneration Committee, which is same as previous year. The remuneration can be separated into the fixed remuneration and meeting allowance for the attendance as details are shown in the Notice of the meeting, page No.7, and details below:

		<b>Remuneration</b>	<b>Meeting Allowance</b>
		(Baht/Year)	(Baht/Time)
Board of Directors	Chairman	630,000	42,000
	Vice Chairman	525,000	21,000
	Director	472,500	21,000
Audit Committee	Chairman	168,000	15,750
	Member	115,500	10,500
Executive Committee	Chairman	0	15,750
	Member	0	10,500
Corporate Governance, Nomination and Remuneration Committee	Chairman	150,500	15,750
	Member	75,000	10,500

There were no further questions from the shareholders. The Chairman then proposed the meeting to consider approving the aforementioned remuneration of the Board of Directors and Members of the Committees for the year 2016-2017. Prior to vote casting, the Chairman further informed the shareholders that this agenda has to be approved with not less than two-thirds of the total votes of the shareholders attending the meeting and having the right to vote.

**Resolution:** The meeting resolved to approve the remuneration for the Board of Directors and Committees for the year 2016-2017, which will be effective until the shareholder meeting determines otherwise as proposed by the Board of Directors with not less than two-thirds of the total votes of the shareholders. Since this agenda involves the remuneration of directors, the shareholders who hold the position of the Company's director attending the meeting and having the right to vote shall not be counted for votes.

Shareholders cast their votes	representing	6,217,998,324	shares		
Shareholders voted for the matter	representing	6,215,300,319	shares,	or	99.9566%
Shareholders voted against the matter	representing	1,294,005	shares,	or	0.0208%
Shareholders abstained	representing	1,404,000	shares,	or	0.0225%

**Agenda 7: To consider and appoint Auditors and to determine the Audit Fee for the year 2016-2017**

The Chairman requested Mr. Maris Samaram, the Chairman of the Audit Committee, to conduct this agenda.

Mr. Maris Samaram informed the meeting that in compliance with the Articles of Association of the Company, Clause 40, specifies that the Annual Ordinary General Meeting of Shareholder shall consider and appoint auditors and fix the audit fee of the Company every year. In appointing the auditor, the former auditor may be re-appointed. In addition, in accordance to the Notification of the Securities and Exchange Commission, listed companies are required to rotate the authorized auditor every 5 accounting years and may involve employing other members in the same auditing firm.



Based on the recommendation of the Audit Committee, the Board of Directors deemed it appropriate to propose to the meeting to approve the appointment of Ms. Thanawan Anuratbodee (Certified Public Accountant No. 3440) and/or Mr. Manoon Manusook (Certified Public Accountant No. 4292) and/or Mr. Choopong Surachutikarn (Certified Public Accountant No. 4325), Dr. Kiatniyom Kuntisook (Certified Public Accountant No. 4800) of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the auditors of the Company for the year 2016-2017. In this regards, Ms. Thanawan Anuratbodee (Certified Public Accountant No. 3440) had given her first time signature in the Company's financial statements for the fiscal year 2012-2013.

In addition, the Board deemed it appropriate to propose the shareholder meeting to approve the audit fee for the Company and its subsidiaries' for the year 2016-2017 an amount of Baht 4,208,000, which is same rate as last year. Details of the comparative information of the Audit Fee with respect to previous year are given in the table:-

<b>Audit Fee</b>	<b>2016-2017 (Proposed for this year)</b>	<b>2015-2016 (Previous year)</b>
TSTH	Baht 2,250,000	Baht 2,250,000
3 Subsidiaries	Baht 1,958,000	Baht 1,958,000

Pol Col Sermkiat Bamrungpreuk, a shareholder, questioned whether the non-audit fee included in above.

Mr. Maris Samaram, Chairman of the Audit Committee, explained that the non-audit fee was not included in audit fee. Some expenses were not related to the audit for example the cost of the translation. There was more work that needed to be done to facilitate the consolidation of TSTH.

Mr. Sataporn Pangnirund, a shareholder, suggested finding ways to reduce audit time. This can result in reducing the external auditor's fees. He further suggested that tightening of internal audit system and appropriate training to Finance team may help in this regard.

Mr. Maris Samaram replied that there were many standards as indicated in the Annual Report which the auditors have to check to ensure compliance. New requirements in accounting standards are coming in next year. As a result, auditors have to have in depth knowledge and capability to ensure that systems are followed properly. Quality of work is critical in this area.

There were no further questions from the shareholders. The Chairman then proposed the meeting to consider the appointment of auditors and the audit fee for the year 2016-2017. Prior to vote casting, the Chairman further informed the shareholders that this agenda was an ordinary matter and has to be approved with the majority vote of the shareholders who attended the meeting and had the right to vote.

**Resolution:** The meeting resolved to appoint the auditors and the audit fee for the year 2016-2017 with the majority vote of the shareholders who attended the meeting and had the right to vote, as proposed by the Board of Directors. The voting results are as under:

Shareholders cast their votes	representing	6,217,998,324 shares		
Shareholders voted for the matter	representing	6,216,520,524 shares,	or	99.9793%
Shareholders voted against the matter	representing	1,283,800 shares,	or	0.0206%
Shareholders abstained	representing	194,000 shares,	or	0.0000%

#### **Agenda 8: Other Business (if any)**

Mr. Sakchai Sakulsrimontree, a shareholder, stated that Compact Disc (CD) is an outdated technology. Instead of sending annual report on a CD, the company should replace the same with flash drive. He requested the company to check with Securities and Exchange Commission, Thailand (SEC) to change the CD Rom requirement to flash drive instead.

Mr. Sataporn Pangnirund, a shareholder, thanked the Company for holding the AGM earlier this year. He requested to add few more ratios (like inventory turnover) and forward P/E ratio in the Annual Report.

Mr. Tianchai Wongnavaporn, a shareholder, desired to have a visit to the manufacturing plant.

There was no further request from the shareholders to add any new items to the agenda.

The Chairman then thanked the shareholders for participating in the Annual General Meeting of Shareholders No. 15/2016. Since there was no further question regarding to the meeting, the Chairman declared to close the meeting accordingly.

Besides, after the meeting was opened, more shareholders turned up to register and attend the meeting. Ultimately, there were 547 shareholders attending this Annual General Meeting of Shareholders both in person and by proxy, representing a total of 6,217,998,324 shares or 73.83 percent of 8,421,540,848 total issued shares of the Company.

The meeting was adjourned at 18:00 hours.



Mr. Thachat Viswanath Narendran  
Chairman of the Meeting

### **Guidelines and Criteria for Selection of Directors**

Candidates to serve as Directors or Independent Directors on the Board will be reviewed by the Corporate Governance, Nomination and Remuneration Committee before being nominated for the consideration of the Board of Directors. Guidelines and criteria approved by the Board of Directors are as follows:

1. Qualified and not possessing any of the forbidding characteristics according to the Articles of Association of the Company and the stipulations of the Public Company Limited Act and the Stock Exchange of Thailand.
2. Acquiring a diversity of backgrounds and skills, knowledge, capabilities, and experience to make a significant contribution to the Company and possessing leadership, broad vision, ethical judgment, transparent career profile, and ability to express opinions independently.
3. Having time available for meetings so as to keep track of the Company's business operation and serving as director in an appropriate number of companies.
4. Not being Directors, the Management, shareholders, or partners with significant shareholding in companies undertaking similar or competitive businesses or businesses which may lead to conflicts of interest of the Company.
5. For the position of President & CEO, a candidate will be selected based on his/ her previous performance and potential.

In respect of Independent Director positions, apart from the above mentioned guidelines and criteria for selection of Directors, the Independent Directors must possess the additional qualifications which meet the Company's definition that are stricter than those stipulated by the Securities and Exchange Commission as follows:

- Not holding over 1% of total voting shares of the Company, the parent company, subsidiary, associate, or juristic person which may have conflict of interest, including those shares held by related persons.
- Not managing or being employees, staff, salary-based advisor, person with controlling power of the Company, the parent company, subsidiary, associate, or juristic person which may have conflict of interest, and not having been in such interests or stakes for at least 24 months before an appointment.
- Not having lineage, marriage, or legally registered relationship with persons with conflict of interest being father, mother, spouse, child or sibling (including spouse of child) of an executive, major shareholder, controlling person or person who shall be nominated to be executive or controlling person of the Company and/or its subsidiaries.
- Not having any of the business relationship with the Company, parent company, subsidiary, associate or juristic person which may have conflict of interest that may jeopardize the independent judgement of each member, also must not being or have not been major shareholder, non-independent director or executive of the person who has business relationship with the Company, parent company, subsidiary, associate or juristic person which may have conflict of interest, and not having such direct or indirect interest or stakes for at least 24 months before an appointment as the following:
  - 1) An ordinary trading transaction for business operation such as selling products, buying raw materials or providing services which value 3% or higher of the net tangible assets of the Company or within the period of 12 months.
  - 2) Transactions regarding renting or leasing of immovable properties.
  - 3) Transaction regarding assets or services such as acquisition or disposal of assets, rights and give or receive services.

- 4) Receiving or granting financial assistance transactions such as receiving or granting, loan, guarantee, using assets as collateral as well as any similar conduct which results in having debt obligations to be paid to other parties.

The aforementioned 4 items must have a value of 3% or higher of the net tangible assets of the Company or Baht 20 million or higher, whichever is lower, within the period of 12 months. In the case of the receiving or granting financial assistance transactions, the debt obligations occurring within the period of one (1) year prior to the date of having the business relationship with the same person shall be included.


- Not being the auditor of the Company, parent company, subsidiary, associates or juristic persons which may have conflict of interest, including being major shareholder, non-independent director, executive or managing partner of the audit firm of the auditor of the Company, parent company, subsidiaries, associates or juristic persons which may have conflict of interest, and not having such relationship for at least 24 months before an appointment.
- Not being professional advisors, including legal advisor or financial advisor which receives remuneration in excess of Baht 2 million per year from the Company, parent company, subsidiary, associate or juristic person which may have conflict of interest.

In the case that the professional advisor is a juristic person, the prohibition shall include the major shareholder, non-independent director, executive or managing partner of such advisor, and not having been in such relationship for at least 24 months before an appointment.

- Not being a representative director of director, the major shareholder or shareholder which relates to the major shareholder of the Company.
- Not having any manner that may affect the independent opinion regarding the Company's business operation.
- Being able to equally take care of the interest of all shareholders.
- Being able to ensure that the conflict of interest does not occur.
- Being able to attend the Board of Directors Meeting in order to decide the matters independently.
- Shall have the qualifications and not having prohibited characteristics as stipulated in the Articles of Association of the Company, the Public Limited Companies Act and the rules of the Office of the Securities and Exchange Commission.

The curricula vitae of the nominated persons for election as Directors  
in the place of those who are due to retire by rotation  
in the Annual General Meeting of Shareholders No. 16/2017

**1. MR. RANGANATH RAGHUPATHY RAO**

Position	Director			
Age	58			
Nationality	Indian			
Education	<ul style="list-style-type: none"><li>▪ Bachelor of Commerce,</li><li>▪ Chartered Accountant, Institute of Chartered of Accountants of India</li></ul>			
Seminar of Institute of Directors (IOD)	- None -			
Other current positions	Year	Position	Company	
	2016 – Present	Director	Industrial Energy Limited	
	2015 – Present	Director	Jamshedpur Utilities and Services Company Ltd	
	2014 – Present	Director	T Steel Holdings Pte Ltd	
	2014 – Present	Director	T S Global Holdings Pte Ltd	
	2014 – Present	Director	T S Global Procurement Company Pte Ltd	
	2014 – Present	Director	T S Global Mineral Holdings Pte Ltd	
	2014 – Present	Director	ProCo Issuer Pte Ltd	
	2013 – Present	Director	TSIL Energy Limited	
	2013 – Present	Director	Tata Sponge Iron Ltd	
	2013 - Present	Vice President Finance (India & SE Asia)	Tata Steel Ltd.	
	Listed companies in Thailand			
	- None -			
	Non-listed Companies in Thailand			
	- None -			
	Competitor Companies or business related to TSTH			
	- None –			

**The curricula vitae of the nominated persons for election as Directors  
in the place of those who are due to retire by rotation  
in the Annual General Meeting of Shareholders No. 16/2017**

Previous experiences	Year	Position	Company
	2010 - 2013	Director Finance	Cairn India Ltd
No. of shares held <sup>(1)</sup> ( As of March 31. 2017)	Tata Steel (Thailand)Plc.		Affiliated Companies
	- None -		- None -
Attendance/ Arrangement of the meetings (Times)			<u>2016-2017</u>
	Board of Directors Meeting		5/5
	General Meeting of Shareholders		1/1
Terms/ years of holding a directorship in TSTH	1 year (April 29, 2016 – July 7, 2017)		
Prohibited qualifications	Not relating in the field of: <ul style="list-style-type: none"> <li>▪ The criminal case and verdict incurred from the property/ asset misconduct.</li> <li>▪ The connected transaction triggering the conflict of interest of the Company in the previous year.</li> </ul>		

Remarks: <sup>(1)</sup> The number included Spouse and Minor child

<sup>(2)</sup> Mr. Mr. Ranganath Raghupathy Rao was appointed as Director in place of Mr. Ashish Anupum effective April 29, 2016.

**The curricula vitae of the nominated persons for election as Directors  
in the place of those who are due to retire by rotation  
in the Annual General Meeting of Shareholders No. 16/2017**

**2. MR. PEEYUSH GUPTA**

<b>Position</b>	Director		
<b>Age</b>	49		
<b>Nationality</b>	India		
<b>Education</b>	<ul style="list-style-type: none"> <li>▪ Master of Business Administration, McGill University, Montreal, Canada</li> <li>▪ Bachelor of Engineer (Honors), Engineering College, Kota, Rajasthan, India</li> <li>▪ Chevening Scholar, Leeds University, UK</li> <li>▪ Advanced Management Program, CEDEP, France</li> </ul>		
<b>Seminar of Institute of Directors (IOD)</b>	- None -		
<b>Other current positions</b>	<b>Year</b>	<b>Position</b>	<b>Company</b>
	2015 – Present	Director	Indian Steel & Wire Products Limited
	2014 – Present	Director	Tata Steel Processing & Distribution Company
	2009 – Present	Director	Tata Martrade International Logistics Company Limited
	2013 - Present	Vice President Marketing	Tata Steel Ltd.
	<b>Listed companies in Thailand</b>		
	- None –		
	<b>Non-listed Companies in Thailand</b>		
	- None –		
	<b>Competitor Companies or business related to TSTH</b>		
	- None –		



<b>Previous experiences</b>	<b>Year</b>	<b>Position</b>	<b>Company</b>
	2012 – 2013	President & CEO	Tata Steel (Thailand) PLC.
	2011 – 2012	Joint CEO	Tata Steel (Thailand) PLC.
	2007 – 2011	Chief (Marketing & Sales - Flat Products)	Tata Steel Limited, India
	2007 – 2007	Chief (Strategy & integration – Long products)	Tata Steel Limited, India

The curricula vitae of the nominated persons for election as Directors  
in the place of those who are due to retire by rotation  
in the Annual General Meeting of Shareholders No. 16/2017


No. of shares held <sup>(1)</sup> (As of March 31. 2017)	Tata Steel (Thailand) Plc.	Affiliated Companies		
	- None -	- None -		
Attendance/ Arrangement of the meetings (Times)		<u>2016-2017</u>	<u>2015-2016</u>	<u>2014-2015</u>
	Board of Directors Meeting	6/6	8/8	7/7
	General Meeting of Shareholders	1/1	1/1	1/1
Terms/ years of holding a directorship in TSTH	6 years (October 23, 2011 – July 7, 2017)			
Prohibited qualifications	Not relating in the field of: <ul style="list-style-type: none"> <li>▪ The criminal case and verdict incurred from the property/ asset misconduct.</li> <li>▪ The connected transaction triggering the conflict of interest of the Company in the previous year.</li> </ul>			

Remarks: <sup>(1)</sup> The number included Spouse and Minor child



The curricula vitae of the nominated persons for election as Directors  
in the place of those who are due to retire by rotation  
in the Annual General Meeting of Shareholders No. 16/2017

**3. MR. RAJIV MANGAL**

Position	Director				
Age	50				
Nationality	India				
Education	<ul style="list-style-type: none"><li>Bachelor of Engineering (Metallurgy), University of Roorkee, India</li><li>PGDBM from XLRI, Jamshedpur, India</li><li>Advance Management Programme, CEDEP, France</li></ul>				
Seminar of Institute of Directors (IOD)	<ul style="list-style-type: none"><li>Director Certification Program (DCP : 230/2016)</li></ul>				
Other current positions	Year	Position	Company		
	2013 – Present	President and CEO	Tata Steel (Thailand) PLC.		
	Listed companies in Thailand				
	- None –				
	Non-listed Companies in Thailand				
	- None –				
	Competitor Companies or business related to TSTH				
	- None –				
Previous experiences	Year	Previous experiences	Year		
	2010 – 2013	Executive-in Charge, Tubes SBU	Tata Steel Limited, India		
	2005 – 2010	Chief, Wire Division Chief of Marketing & Sales Chief Technical Services	Tata Steel Limited, India		
No. of shares held <sup>(1)</sup> (As of March 31. 2017)	Tata Steel (Thailand) PLC.		Affiliated Companies		
	- None -		- None -		
Attendance/ Arrangement of the meetings (Times)			<u>2016-2017</u>	<u>2015-2016</u>	<u>2014-2015</u>
			6/6	8/8	7/7
		General Meeting of Shareholders		1/1	1/1
Terms/ years of holding a directorship in TSTH	4 years (December 1, 2013 – July 7, 2017)				
Prohibited qualifications	Not relating in the field of: <ul style="list-style-type: none"><li>The criminal case and verdict incurred from the property/ asset misconduct.</li><li>The connected transaction triggering the conflict of interest of the Company in the previous year.</li></ul>				

Remarks: (1) The number included Spouse and Minor child

**Tata Steel (Thailand) Public Company Limited**  
**COMPANY'S ARTICLES OF ASSOCIATION**  
**RELATING TO THE GENERAL MEETING OF SHAREHOLDERS**

**The Annual General Meeting of Shareholders No. 16/2017**

To be held on Friday, July 7, 2017, 13:30 hours  
at the Siam Kempinski Bangkok Hotel, Chadra Ballroom,  
991/9 Rama I Road, Pathumwan, Bangkok

**① CHAPTER 5 Directors**

16. The Company's Board of Directors shall consist of not less than five (5) persons but not more than fourteen (14) persons, with three (3), as the minimum, being Independent Directors, and not less than half of all the Directors shall reside within Thailand.

The Independent Directors shall have the qualifications and shall not have prohibited characteristics as provided in the securities and exchange law.

18. All the Directors shall be elected by Shareholder Meetings in accordance with the following rules and procedures:

(a) One shareholder shall have votes equal to the number of shares held.

(b) In electing the Directors, the method of voting used may be to vote on candidate by candidate or several candidates together, whichever the Shareholder Meeting finds appropriate, but in voting to pass a resolution, the shareholders shall vote using all the votes under (a) which cannot be divided for any person or group to any extent at all.

(c) Voting for election of the Directors shall be by a majority of votes. In the case of equality of vote, the presiding Chairman shall have an additional casting vote.

19. The term of each Director shall be three (3) years, provided that at every annual ordinary meeting of shareholders, one-third (1/3) of the Directors shall retire. If the number of Directors is not a multiple of three, the number of Directors closest to one-third (1/3) of the total number of Directors shall retire.

A Director who vacates his office may be re-elected.

The Directors shall agree among themselves as to the order of their retirement from the office in accordance with the prior paragraph.

20. Other than for vacancy by rotation, a Director shall vacate office upon:

- (a) death;
- (b) resignation;
- (c) having a lack of qualifications or having prohibited characteristic under the law on public limited companies and the law governing securities and exchange;
- (d) being removed by a resolution of the Shareholder Meeting under Clause 22; and
- (e) being removed by a court order.

21. Any Director who will resign from the directorship shall submit a resignation letter to the Company and the resignation shall be effective from the date the letter of resignation arrived the Company.

The Directors who resigned under the first paragraph may notify the registrar of such resignation.

22. The Shareholder Meeting may pass a resolution to remove any Director from office prior to retirement by rotation, by a vote of not less than three-quarters (3/4) of the number of shareholders attending the Meeting and having the

right to vote and the shares held by them shall, in aggregate, be not less than one half of the number of shares held by the shareholders attending the Meeting and having the right to vote.

24. A Director needs not to be a shareholder in the Company.

25. A Director is entitled to receive remuneration as fixed by a Shareholder Meeting by a vote of not less than two-thirds (2/3) of all votes of the shareholders attending the Meeting. In this regard, the remuneration may be fixed at a definite amount or prescribed by specific rules and determined from time to time or shall continue to be valid until changed is passed by resolution of the shareholders. Additionally, a Director is entitled to received allowances and any benefits in accordance with the Company's rules.

The contents in the first paragraph shall in no way impact the staff or employees of the Company so appointed as Directors in receiving remuneration and benefits as staff or employees of the Company.

31. No Director shall operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a Director of any private or public companies operating businesses of a same nature as and is in competition with the business of the Company, unless he or she notifies the Shareholder Meeting prior to the resolution is adopted for his or her appointment.

## **② CHAPTER 6 Shareholder Meeting**

35. The Board of Directors shall arrange an annual general meeting of shareholders to be held within four (4) months from the last day of the fiscal year of the Company.

All other Shareholder Meeting shall be called extraordinary general meetings. The Board of Directors may call such meeting at any time the Board considers it expedient to do so.

Shareholders holding shares amounting to not less than one-fifth (1/5), of the total number of shares sold or shareholders numbering not less than twenty-five (25) persons, holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold, may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall call a Shareholder Meeting to be held within one (1) month of the date of receipt of such request from the said shareholders.

36. In convening Shareholder Meetings, the Board of Directors shall prepare notice of such meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the meeting. Publication of the meeting notice shall also be made in a newspaper for three (3) consecutive days no less than three (3) days prior to the meeting.

The place of the meeting shall be in the province in which the head office of the Company is located or such other venue as specified by the Board of Directors.

37. At the Shareholder Meeting, there shall be not less than twenty five (25) shareholders and proxies (if any) attending the meeting or not less than one half of the total number of shareholders holding shares altogether amount of not less than one-third (1/3) of the total number of issued shares to constitute a quorum.

If after one (1) hour from the time scheduled for the Shareholder Meeting, the number of shareholders present is insufficient to form a quorum as specified, should such Shareholder Meeting has been convened at the request of shareholders, it shall be canceled. If such Shareholder Meeting was not convened at the request of shareholders, the meeting shall be called again and, in this latter case, notice calling for the meeting shall be sent to shareholders no less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

38. The Chairman of the Board of Directors shall be the Chairman of Shareholder Meetings. In case the Chairman of the Board is not present at the meeting or cannot perform his/ her duties, the Vice-Chairman will be the Chairman of the meeting. If there is no such Vice-Chairman or the Vice-Chairman cannot perform his duty, the shareholders present at the meeting may elect one of the shareholders to be chairman of such meeting.

39. The resolution of the Shareholder Meeting shall be passed in the following manners:-

- (1) In an ordinary event, a majority vote of shareholders who attend the meeting and are entitled to vote which shall count one vote for each share. In case of a tie vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-fourths (3/4) of the total votes of shareholders who attend the meeting and are entitled to vote which shall count one vote for each share:
  - (a) the sale or transfer of the whole or the substantial part of the Company's business to any other person;
  - (b) the purchase or acceptance of any transfer of the business of other public or private companies;
  - (c) the entering into, alteration or termination of any agreement concerning the lease, in whole or in substantial part, of the Company's business, the assignment to any person for the management of the Company's business, or the merger with any other person for the purpose of profit and loss sharing;
  - (d) the amendment of the Memorandum of Association or Articles of Association of the Company;
  - (e) the increasing or reduction of the Company's registered capital;
  - (f) the issuance of preferred shares, debentures, secured debentures, convertible debentures, warrants, or any other securities which can legally be issued;
  - (g) the dissolution of the Company; and
  - (h) to merge/ amalgamate the Company with another company.

40. Annual Ordinary General Meeting shall be convened for the purposes of:

- (1) Resolving the report of the Board of Directors covering work done during the previous period;
- (2) Resolving and considering the balance sheet and the statements of income;
- (3) Resolving the appropriation of profits and declaration of dividends;
- (4) Resolving election of Directors and determine the Directors' remuneration;
- (5) Resolving appointment of an auditor and fixing auditor's fee; and
- (6) Other business.

### **③ CHAPTER 7 Accounts, Finances and Audits**

43. The Board of Directors shall prepare the balance sheet and statements of income as of the end of the financial year and shall submit to the annual general meeting of shareholders for approval. The Board of Directors shall procure that the balance sheet and statements of income be audited by the auditor before submission to the Shareholder Meeting.

44. The Board of Directors shall forward the following documents to the shareholders together with the notice of the Annual General Meeting:

- (1) Copies of audited balance sheet and statements of income together with the auditor's report; and
- (2) Annual report of the Board of Directors and supporting documents thereto.

45. Dividends shall not be paid other than out of profits. If the Company has an accumulated loss, no dividend shall be distributed.

Dividends shall be distributed according to the number of shares equally.

The Board of Directors may pay interim dividends to the shareholders from time to time as appears to be justified by the profits of the Company. After the dividends have been paid, such payment of dividends shall be reported to the shareholders at the next shareholder meeting.

Payment of dividends shall be made within one (1) month of the date of the resolution of the Shareholder Meeting or of the meeting of the Board of Directors, as the case may be. A shareholder shall be notified in writing of such payment of dividends, and the notice shall also be published for three (3) consecutive days in the newspaper.

46. The Company shall allocate not less than five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital.

47. The Company's Directors, staff, employees or any persons, holding any position in the Company, shall not be appointed to be the Company's auditor.

49. The auditor shall attend every shareholder meeting which is to consider the balance sheet, statements of income, and any problem regarding the Company's accounts in order to explain any matters concerning his audit to the shareholders. The Company shall also deliver to the auditor all the reports and documents of the Company which the shareholders are entitled to receive at such meeting.

**Tata Steel (Thailand) Public Company Limited**  
**STATEMENT OF PROXY PROCEDURES, ATTENDANCE REGISTRATION,**  
**DOCUMENTATION REQUIREMENT AND VOTE CAST**

**The Annual General Meeting of Shareholders No. 16/2017**

To be held on Friday, July 7, 2017, 13:30 hours  
at the Siam Kempinski Bangkok Hotel, Chadra Ballroom,  
991/9 Rama I Road, Pathumwan, Bangkok

① **Proxy procedures**

The Company has enclosed with this document 3 different forms of Proxy as outlined by the Department of Business Development as follows:

- |        |   |
|--------|---|
| Form A | A general, simple, and uncomplicated form of Proxy.   |
| Form B | Voting is clearly and definitely specified.   |
| Form C | For foreign investors who have appointed Custodian in Thailand as their trustee.<br><i>(Form C is attached for Foreign Shareholders only)</i> |

A shareholder may appoint a proxy to attend and vote at the Annual General Meeting of Shareholders No. 16/2017 on his/her behalf by proceeding with the following instructions:

- (1) Use **only one** of the enclosed proxy forms.
  - In case a foreign shareholder appointing Custodian in Thailand to be his/her/its trustee, a proxy to be used is Form A or Form B or Form C, only one form.
  - Apart from the case as above, the shareholder can use Form A or Form B, only one form.
- (2) Grant proxy to a person as he/she wishes or assign a proxy to a nominated Independent Director. The shareholder is required to specify the name and details of his/her proxy or places a tick adjacent to the name of the Independent Director to whom he or she wishes to grant proxy to attend the Meeting.

In this regard, a shareholder may not be split for more than one proxy in order to separate the votes and must authorize only one proxy with the equal amount of shares held by such shareholder except the foreign shareholder existing in the registered book and appointing Custodian in Thailand to be his/her/its trustee following the Proxy Form C only.

Any shareholders preparing Proxy A or B according to the Department of Business Development, Re: Set of the Proxies (No. 4) B.E. 2549 can use such proxy for this Shareholder Meeting.

- (3) Return the proxy to the Corporate Secretary Office of the Company **by Wednesday, July 6, 2017 or no later than half an hour preceding the meeting** for the company staff to complete the review of the proxy and attached documents prior to the time for the Meeting.

The Company may facilitate the duty stamp for the proxy attending the Meeting.

## ② Attendance registration

Registration of attendance in the Meeting shall begin at least 2 hours prior to the commencement of the Meeting or from 12:00 hours onwards at the Siam Kempinski Bangkok Hotel, Chadra Ballroom, 991/9 Rama I Road, Pathumwan, Bangkok. Map of the meeting venue is attached hereto as Attachment No. 8.

## ③ Documentation requirement for meeting attendance

Attendees are required to present the following documents (as the case may be) before attending the Meeting:

### 3.1 Natural persons

#### 3.1.1 In case a shareholder attends the meeting in person

Valid documents showing shareholder's photo issued by government authorities, e.g., citizen identification card, civil servant identification card, driver's license, or passport. Supporting evidence shall be presented in case of change of first name or last name.

#### 3.1.2 In case a shareholder assigns his/her proxy to attend the meeting

- (1) Proxy as attached to the Notice of the Meeting or Proxy form A or B according to the Department of Business Development (No. 4) B.E. 2549 (one form only) completely and duly filled in and jointly signed by the grantor and the proxy.
- (2) The shareholder's copies of documents specified in Clause 3.1.1, certified true and correct by the shareholder.
- (3) The proxy's documents specified in Clause 3.1.1.

### 3.2 Juristic persons

#### 3.2.1 In case a juristic shareholder's duly authorized attorney attends the meeting in person

- (1) The duly authorized attorney's documents issued by government authorities as applied to the case of natural persons in Clause 3.1.1.
- (2) The juristic shareholder's Certificate of Incorporation certified a true and correct copy by the duly authorized attorney, with the wording authorizing the attendee to act on behalf of the juristic shareholder.

#### 3.2.2 In case a juristic shareholder assigns its proxy to attend the meeting

- (1) Proxy as attached to the Notice of the Meeting or Proxy form A or B according to the Department of Business Development (No.4) B.E. 2549 (one form only) completely and duly filled in and jointly signed by the grantor and the proxy.
- (2) The juristic shareholder's Certificate of Incorporation, certified a true and correct copy by the duly authorized attorney, with the wording authorizing the attorney in proxy to act on behalf of the juristic shareholder.
- (3) The certified true and correct copies of documents of the duly authorized attorney, who is the grantor, issued by government authorities, according to the Clause 3.1.1.
- (4) The proxy's documents issued by government authorities as applied to the case of natural persons in Clause 3.1.1.

### **3.2.3 Foreign nationals or juristic persons established under foreign laws**

- (1) The same documents as 3.1 or 3.2, in addition, any documents in foreign languages other than English shall be attached with the English translation certified a true and correct copy by the shareholder or the duly authorized attorney of such juristic shareholder.

In case shareholder is a juristic person, the Certificate of Incorporation issued by the government authority where such juristic person is located or by officer of such juristic person may be presented. However, details such as name, authorized signatory to bind, conditions and authority limitation and location of Head Office must be included in such Certificate.

- (2) In case granting to Custodian for signature in the proxy, the additional evidences required are as follows:

- (2.1) Letter of Attorney from shareholder that empowered custodian to sign in Proxy Form.
- (2.2) Confirmation letter that authorized person is granted to operate the custodian business.

## **④ Vote casting**

### **4.1 Vote casting laws and rules**

- (1) Vote shall be cast by show of hands with one share eligible for one vote.
- (2) In case of vote by Proxy, the proxy shall cast the vote according to the grantor's instructions specified in the Proxy only. Where no choice is specified or clearly specified by the grantor or there is any agenda considered in the meeting other than those specified above, or any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on behalf as the Proxy deems appropriate.
- (3) Resolutions of the Meeting shall comprise the following votes:
  - ❖ For ordinary matters: the majority of the votes cast at the Meeting shall form the resolution.
  - ❖ For matters required otherwise by laws or the Company's Articles of Association, such requirements shall prevail. The Chairman of the Meeting or whom is assigned by the Chairman shall notify as such to the Meeting prior to the vote casting on such agenda item.
- (4) In case of equality of votes, the Chairman of the Meeting shall have a casting vote.
- (5) A shareholder or proxy having special interest in any matter shall not give his/her vote on such matter. The Chairman of the Meeting may request such shareholder or proxy to leave the Meeting temporarily during consideration of such matter.
- (6) A poll may be demanded upon the request made by no less than 5 shareholders present in the Meeting and upon the resolution of the Meeting. The Chairman of the Meeting shall determine the method to vote on such poll and inform the Meeting of the applied method before conducting the poll.

### **4.2 Vote-casting process**

The Chairman of the Meeting or whom is assigned by the Chairman shall propose to the shareholders a vote casting by show his/her hand on each agenda item and inquire from the Meeting whether any shareholders give 'disapprove or abstain' vote, with respect to such agenda item.

#### **(1) In case a shareholder attends the meeting in person**

The shareholder casting 'disapprove or abstain' vote shall show his/her hand and tick the 'disapprove or abstain' box on a ballot paper received during the attendance registration and sign the ballot paper before the company staff shall collect it for further counting.



**(2) In case a shareholder assigns his/her proxy to attend the meeting**

- ❖ The shareholder's vote of each agenda in the proxy proposed to the company staff by the proxy during the registration shall be counted without signing in the ballot paper again.
- ❖ In case of no choice is specified or not clearly specified by the grantor, or there is any agenda considered in the meeting other than those specified above, or any change or amendment to any facts, the proxy, in his/her sole discretion, shall consider matters and vote in the way he/she sees fit following the method in Clause 4.2 (1).

**4.3 Vote Counting and result announcement**

The Secretary to the Board of Directors shall inform the vote counting method prior to beginning of the Meeting. The vote in each agenda may be counted with Barcode system from the ballot ticked by the shareholder or proxy and the proxy form voted by the shareholders. The Company's staff and representative of auditor from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited shall count the votes by deducting the votes of 'disapprove and abstain' from the total amount of shares of shareholders/ the proxies and the rest votes shall be counted as 'approve'. Vote result shall be announced upon the completion of consideration of each agenda by stating the total number of 'approve, disapprove, and abstain' votes.

**PROXY**  
**(Form A)**  
(with simple details)

Stamp Duty  
20 Baht

Registration No. of Shareholder \_\_\_\_\_

Issued at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We, \_\_\_\_\_, Nationality \_\_\_\_\_, residing at No. \_\_\_\_\_,  
\_\_\_\_\_ Road, \_\_\_\_\_ Sub-District, \_\_\_\_\_ District,  
\_\_\_\_\_ Province, Postal Code \_\_\_\_\_,

(2) Being a shareholder of Tata Steel (Thailand) Public Company Limited, holding a total number of \_\_\_\_\_ shares which  
are entitled to cast \_\_\_\_\_ votes,

(3) Do hereby appoint

☐ (1) \_\_\_\_\_, Age \_\_\_\_\_ years, residing at No. \_\_\_\_\_,  
\_\_\_\_\_ Road, \_\_\_\_\_ Sub-District, \_\_\_\_\_ District,  
\_\_\_\_\_ Province, Postal Code \_\_\_\_\_

or ☐ (2) Mr. Maris Samaram, Independent Director, Age 75 years,  
residing at No. 80, Soi Prompun, Sukhumvit 39 Road, North Klongton Sub-District, Wattana District,  
Bangkok Province

or ☐ (3) Asst. Prof. Rawewan Peyayopanukul, Independent Director, Age 70 years,  
residing at No. 73, Wiwattanawong Road, Sumpantawong Sub-District, Sumpantawong District,  
Bangkok Province

or ☐ (4) Mr. Hatasakdi Na Pombejra, Independent Director, Age 60 years,  
residing at No. 56, Soi Sathorn 4, North Sathorn Road, Silom Sub-District, Bangrak District,  
Bangkok Province

to be my/our Proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 16/2017 to be held on  
Friday, July 7, 2017, 13:30 hours, at the Siam Kempinski Bangkok Hotel, Chadra Ballroom, 991/9 Rama I Road, Pathumwan,  
Bangkok, or at any adjournment thereof.

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

Signature.....The Grantor

(.....)

Signature.....The Proxy

(.....)

Signature.....The Proxy

(.....)

Signature.....The Proxy

(.....)

**Remarks**

A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/its behalf and  
the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

**PROXY**  
**(Form B)**  
(with specific details)

Stamp Duty  
20 Baht

Registration No. of Shareholder \_\_\_\_\_

Issued at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We, \_\_\_\_\_, Nationality \_\_\_\_\_, residing at No. \_\_\_\_\_,  
\_\_\_\_\_ Road, \_\_\_\_\_ Sub-District, \_\_\_\_\_ District,  
\_\_\_\_\_ Province, Postal Code \_\_\_\_\_,

(2) Being a shareholder of Tata Steel (Thailand) Public Company Limited, holding a total number of \_\_\_\_\_ shares which  
are entitled to cast \_\_\_\_\_ votes,

(3) Do hereby appoint

- ☐ (1) \_\_\_\_\_, Age \_\_\_\_\_ years, residing at No. \_\_\_\_\_,  
\_\_\_\_\_ Road, \_\_\_\_\_ Sub-District, \_\_\_\_\_ District,  
\_\_\_\_\_ Province, Postal Code \_\_\_\_\_
- or ☐ (2) Mr. Maris Samaram, Independent Director, Age 75 years,  
residing at No. 80, Soi Prompun, Sukhumvit 39 Road, North Klongton Sub-District, Wattana District,  
Bangkok Province
- or ☐ (3) Asst. Prof. Rawewan Peyayopanukul, Independent Director, Age 70 years,  
residing at No. 73, Wiwattanawong Road, Sumpantawong Sub-District, Sumpantawong District,  
Bangkok Province
- or ☐ (4) Mr. Hatasakdi Na Pombejra, Independent Director, Age 60 years,  
residing at No. 56, Soi Sathorn 4, North Sathorn Road, Silom Sub-District, Bangrak District,  
Bangkok Province

to be my/our Proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 16/2017 to be held on  
Friday, July 7, 2017, 13:300 hours, at the Siam Kempinski Bangkok Hotel, Chadra Ballroom, 991/9 Rama I Road, Pathumwan,  
Bangkok, or at any adjournment thereof.

(4) I/We authorize my/our Proxy to cast the votes according to my/our intention as follows:

(Please tick and clearly specify.)

**Agenda 1 :** To adopt the minutes of the Annual General Meeting of Shareholders No. 15/ 2016, held on July 22, 2016

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda 2 :** To acknowledge the Report of the Board of Directors for the year 2016-2017, ended March 31, 2017

(This agenda is for acknowledgement, thus, it has not to be resolved by the shareholder meeting.)

**Agenda 3 :** To adopt the Financial Statement for the year 2016-2017, ended March 31, 2017

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda 4 :** To consider and approve the appropriation of profits for the year 2016-2017 and omission of the dividend payment

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda 5 :** To consider and elect Directors in the place of those who are due to retire by rotation.

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Election of Directors as a whole
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- ☐ Election of Directors by individual
1. Mr. Ranganath Raghupathy Rao
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
2. Mr. Peeyush Gupta
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
3. Mr. Rajiv Mangal
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda 6 :** To consider and approve the remuneration of Directors and Members of Committees for the year 2017-2018

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda 7 :** To consider and appoint Auditors and to determine the Audit Fee for the year 2017-2018

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda 8:** Other business (if any)

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

(5) Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall be inaccurate and not be deemed as my/our votes as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

Signature.....The Grantor

(.....)

Signature.....The Proxy

(..... )

Signature.....The Proxy

(..... )

Signature.....The Proxy

(..... )

Remarks:

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
2. The members of the Board of Directors may be appointed in the agenda of appointment and election of the directors either as a whole or by individual.
3. If the matters to be considered are more than those specified above, the grantor may apply the Annex to Proxy Form B as attached.

Attachment to Proxy Form B

Authorization on behalf of a shareholder of Tata Steel (Thailand) Public Company Limited for the Sixteenth Annual General Meeting of Shareholders for the year 2017 to be held on Friday, July 7, 2017, 13:30 hours, at the Siam Kempinski Bangkok Hotel Bangkok, Chadra Ballroom, 991/9 Rama I Road, Pathumwan, Bangkok, or at any adjournment thereof.

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda \_\_\_\_\_ Re: Election of Directors (continued)

Name.....

- ☐ Approve ☐ Disapprove ☐ Abstain

Name.....

- ☐ Approve ☐ Disapprove ☐ Abstain

Name.....

- ☐ Approve ☐ Disapprove ☐ Abstain

Name.....

- ☐ Approve ☐ Disapprove ☐ Abstain

Name.....

- ☐ Approve ☐ Disapprove ☐ Abstain

**PROXY  
(Form C)**

(with specific details for shareholders who are foreign investors  
and have appointed Custodian in Thailand as their trustee)

Stamp Duty  
20 Baht

Registration No. of Shareholder \_\_\_\_\_

Issued at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We, \_\_\_\_\_, Nationality \_\_\_\_\_, residing at No. \_\_\_\_\_,  
\_\_\_\_\_ Road, \_\_\_\_\_ Sub-District, \_\_\_\_\_ District,  
\_\_\_\_\_ Province, Postal Code \_\_\_\_\_,

Being a Custodian of \_\_\_\_\_, a shareholder of Tata Steel (Thailand) Public Company Limited,  
holding a total number of \_\_\_\_\_ shares which are entitled to cast \_\_\_\_\_ votes

(2) Do hereby appoint

- ☐ (1) \_\_\_\_\_, Age \_\_\_\_\_ years, residing at No. \_\_\_\_\_,  
\_\_\_\_\_ Road, \_\_\_\_\_ Sub-District, \_\_\_\_\_ District,  
\_\_\_\_\_ Province, Postal Code \_\_\_\_\_
- or ☐ (2) Mr. Maris Samaram, Independent Director, Age 75 years,  
residing at No. 80, Soi Prompun, Sukhumvit 39 Road, North Klongton Sub-District, Wattana District,  
Bangkok Province
- or ☐ (3) Asst. Prof. Rawewan Peyayopanukul, Independent Director, Age 70 years,  
residing at No. 73, Wiwattanawong Road, Sumpantawong Sub-District, Sumpantawong District,  
Bangkok Province
- or ☐ (4) Mr. Hatasakdi Na Pombejra, Independent Director, Age 60 years,  
residing at No. 56, Soi Sathorn 4, North Sathorn Road, Silom Sub-District, Bangrak District, Bangkok  
Province

to be my/our Proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 16/2017 to be held on  
Friday, July 7, 2017, 13:30 hours, at the Siam Kempinski Bangkok Hotel, Chakra Ballroom, 991/9 Rama I Road, Pathumwan,  
Bangkok, or at any adjournment thereof.

(3) In this meeting, I/we grant my/our proxy to attend the meeting and vote on my/our behalf as follows:

- ☐ (a) To grant the entire shares held by me/us and have the rights to vote.
- ☐ (b) To grant a part of:
- ☐ ordinary shares \_\_\_\_\_ shares which are entitled to cast \_\_\_\_\_ votes,

(4) In this meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

(Please tick and clearly specify.)

**Agenda 1 :** To adopt the minutes of the Annual General Meeting of Shareholders No. 15/2016, held on July 22, 2016

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve \_\_\_\_\_ votes    ☐ Disapprove \_\_\_\_\_ votes    ☐ Abstain \_\_\_\_\_ votes

**Agenda 2 :** To acknowledge the Report of the Board of Directors for the year 2016-2017, ended March 31, 2017

(This agenda is for acknowledgement, thus, it has not to be resolved by the shareholder meeting.)

**Agenda 3 :** To adopt the Financial Statement for the year 2016-2017, ended March 31, 2017

☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve\_\_\_\_\_votes    ☐ Disapprove\_\_\_\_\_votes    ☐ Abstain\_\_\_\_\_votes

**Agenda 4 :** To consider and approve the appropriation of profits for the year 2016-2017 and omission of the dividend payment

☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve\_\_\_\_\_votes    ☐ Disapprove\_\_\_\_\_votes    ☐ Abstain\_\_\_\_\_votes

**Agenda 5 :** To consider and elect Directors in the place of those who are due to retire by rotation.

☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Election of Directors as a whole

☐ Approve\_\_\_\_\_votes    ☐ Disapprove\_\_\_\_\_votes    ☐ Abstain\_\_\_\_\_votes

☐ Election of Directors by individual

1. Mr. Ranganath Raghupathy Rao

☐ Approve\_\_\_\_\_votes    ☐ Disapprove\_\_\_\_\_votes    ☐ Abstain\_\_\_\_\_votes

2. Mr. Peeyush Gupta

☐ Approve\_\_\_\_\_votes    ☐ Disapprove\_\_\_\_\_votes    ☐ Abstain\_\_\_\_\_votes

3. Mr. Rajiv Mangal

☐ Approve\_\_\_\_\_votes    ☐ Disapprove\_\_\_\_\_votes    ☐ Abstain\_\_\_\_\_votes

**Agenda 6 :** To consider and approve the remuneration of Directors and Members of Committees for the year 2017-2018

☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve\_\_\_\_\_votes    ☐ Disapprove\_\_\_\_\_votes    ☐ Abstain\_\_\_\_\_votes

**Agenda 7 :** To consider and appoint Auditors and to determine the Audit Fee for the year 2017-2018

☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve\_\_\_\_\_votes    ☐ Disapprove\_\_\_\_\_votes    ☐ Abstain\_\_\_\_\_votes

**Agenda 8 :** Other business (if any)

☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve\_\_\_\_\_votes    ☐ Disapprove\_\_\_\_\_votes    ☐ Abstain\_\_\_\_\_votes

(5) Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall be inaccurate and not be deemed as my/our votes as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.



Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

Signature.....The Grantor  
(.....)  
Signature.....The Proxy  
(..... )  
Signature.....The Proxy  
(..... )  
Signature.....The Proxy  
(..... )

Remarks:

1. This proxy Form C is only used for the foreign shareholder, as appeared in the register, who has appointed Custodian in Thailand to be his/her trustee.
2. Evidences required to be enclosed with Proxy Form C are
  - (1) Letter of Attorney from shareholder that empowered custodian to sign in Proxy Form.
  - (2) Confirmation letter that authorized person is granted to operate the custodian business.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
4. The members of the Board of Directors may be appointed in the agenda of appointment and election of the directors either as a whole or by individual.
5. If the matters to be considered are more than those specified above, the grantor may apply the Annex to Proxy Form C as attached.

## Attachment to Proxy Form C

Authorization on behalf of a shareholder of Tata Steel (Thailand) Public Company Limited for the Annual General Meeting of Shareholders No. 16/2017 to be held on Friday, July 7, 2017, 13:30 hours, at the Siam Kempinski Bangkok Hotel, Chadra Ballroom, 991/9 Rama I Road, Pathumwan, Bangkok or at any adjournment thereof.

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve \_\_\_\_\_ votes    ☐ Disapprove \_\_\_\_\_ votes    ☐ Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve \_\_\_\_\_ votes    ☐ Disapprove \_\_\_\_\_ votes    ☐ Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve \_\_\_\_\_ votes    ☐ Disapprove \_\_\_\_\_ votes    ☐ Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve \_\_\_\_\_ votes    ☐ Disapprove \_\_\_\_\_ votes    ☐ Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve \_\_\_\_\_ votes    ☐ Disapprove \_\_\_\_\_ votes    ☐ Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re: Election of Directors (continued)

Name.....

- ☐ Approve \_\_\_\_\_ votes    ☐ Disapprove \_\_\_\_\_ votes    ☐ Abstain \_\_\_\_\_ votes

Name.....

- ☐ Approve \_\_\_\_\_ votes    ☐ Disapprove \_\_\_\_\_ votes    ☐ Abstain \_\_\_\_\_ votes

Name.....

- ☐ Approve \_\_\_\_\_ votes    ☐ Disapprove \_\_\_\_\_ votes    ☐ Abstain \_\_\_\_\_ votes

Name.....

- ☐ Approve \_\_\_\_\_ votes    ☐ Disapprove \_\_\_\_\_ votes    ☐ Abstain \_\_\_\_\_ votes

Name.....

- ☐ Approve \_\_\_\_\_ votes    ☐ Disapprove \_\_\_\_\_ votes    ☐ Abstain \_\_\_\_\_ votes

**A REQUEST FORM TO RECEIVE A 2016-2017 ANNUAL REPORT IN PRINTED FORMAT**

**Dear Shareholders of Tata Steel (Thailand) Public Co., Ltd.**

If you wish to receive a printed version of a 2016-2017 Annual Report of the Company, please completely fill in your name and address in this form and return to us as details given below in order for us to deliver it to you in due course:

**Corporate Secretary Office**

**Tata Steel (Thailand) Public Company Limited**

555, Rasa Tower 2, 20<sup>th</sup> Floor,

Phaholyothin Road, Chatuchak, Bangkok 10900

Parinda Boonprapai/ Arpaphan Pradith

Tel: 66 (2) 937-1000 Ext. 3111 / 3156

Name of Shareholders : .....

Address for Shipping : Building ..... Floor ..... No..... Moo.....

Road .....Sub-District ..... District .....

Province ..... Postal Code .....

Telephone ..... Fax .....

**Map to the place for holding the Annual General Meeting of Shareholders No. 16/2017  
to be held on Friday, July 7, 2017, 13:30 hours  
at Chadra Ballroom, Siam Kempinski Bangkok Hotel**





**TATA STEEL (THAILAND)**



เหล็กเส้น มอก. ที่ถูกต้องมีไว้

**Bangkok (Head Office)**

Tel: +66 2937 1000

Fax: +66 2937 1224

**Saraburi Plant**

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Fax: +66 3628 8002

**Rayong Plant**

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